

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, NW  
SUITE 301  
WASHINGTON, D.C.  
20036  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

RECORDATION NO. **26574-D** FILED

JUN 01 '09 -8 00 AM

SURFACE TRANSPORTATION BOARD

June 1, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment to Security Agreement, dated as of May 15, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 26574-B. The schedule attached to the Amendment is intended to provide, where appropriate, an updated schedule of the current reporting marks and road numbers of certain units of the railroad equipment and any change, where appropriate, in the lessee of such equipment subject to the Security Agreement.

The names and addresses of the parties to the enclosed document are:

Debtor/Assignor: Infinity Rail II, LLC  
1355 Peachtree Street  
Suite 750 - South Tower  
Atlanta, GA 30309

Secured Party/  
Assignee: The CIT Group/Equipment Financing, Inc.  
30 South Wacker, Suite 3000  
Chicago, IL 60606

Anne K. Quinlan, Esquire  
June 1, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

77 railcars have been remarked: NAHX 53361 and within the series IFRX 46788 - IFRX 53368 and IFRX 890501 - IFRX 890623 (previously with MILW and NAHX reporting marks) as more particularly set forth in the schedule attached to the document.


A short summary of the document to appear in the index is:

Memorandum of Amendment to Security Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

JUN 01 '09 -8 0 0 AM

MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT SURFACE TRANSPORTATION BOARD

1. A Memorandum of Security Agreement, dated April 22, 2008, between The CIT Group/Equipment Financing, Inc. ("CIT") and Infinity Rail II, LLC, a Georgia limited liability company ("IR") was recorded with the Surface Transportation Board on April 22, 2008 and given recordation number 26574-B (the "Memorandum"). Said Memorandum was filed pursuant to the Security Agreement identified below, whereby IR granted to CIT, as security for certain obligations of IR to CIT, a security interest in all of IR's right, title, and interest in and to certain railroad equipment identified on Schedule 4(a) attached to the Memorandum.

2. "Security Agreement" means the Security Agreement dated as of June 29, 2006, between IR and CIT.

3. The Security Agreement has been updated to provide the current marks and current road numbers for certain items of railroad equipment identified on Schedule I attached hereto.

4. The parties wish to show for the public record the updates to said car marks and road numbers by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the railroad equipment reflected on Schedule I hereto shall be incorporated by this reference into Schedule 4(a) of the Memorandum.

5. This Memorandum of Amendment to Security Agreement may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

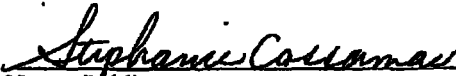
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of  
May 15, 2009.

INFINITY RAIL II, LLC  
By Infinity Asset Management, LLC as Manager

By: 

State of Georgia       )  
                                  ) ss:  
County of Fulton     )

On May 15, 2009, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail II, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

  
Notary Public  
My commission expires:

[NOTARIAL SEAL]

Notary Public, DeKalb County, Georgia  
My Commission Expires Aug. 2, 2009

[Execution continued on next page; remainder of this page intentionally left blank]

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 

Name: Richard Rossi

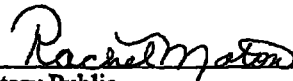
Title: Senior Director

State of Illinois )

County of Cook )

ss:

On May 15, 2009, personally appeared before me Richard Rossi, to me personally known, who being by me duly sworn, said that he is a Senior Director of The CIT Group/Equipment Financing, Inc., that such instrument was signed on behalf of such corporation by the authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

  
Notary Public

My commission expires:

[NOTARIAL SEAL]



# SCHEDULE I

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	AAR Code
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	46788	IFRX	46788	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	50849	IFRX	50849	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53002	IFRX	53002	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53006	IFRX	53006	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53019	IFRX	53019	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53028	IFRX	53028	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53030	IFRX	53030	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53037	IFRX	53037	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53061	IFRX	53061	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53079	IFRX	53079	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53080	IFRX	53080	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53088	IFRX	53088	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53093	IFRX	53093	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53104	IFRX	53104	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53116	IFRX	53116	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53130	IFRX	53130	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53135	IFRX	53135	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53147	IFRX	53147	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53161	IFRX	53161	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53177	IFRX	53177	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53184	IFRX	53184	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53185	IFRX	53185	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53186	IFRX	53186	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53201	IFRX	53201	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53203	IFRX	53203	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53204	IFRX	53204	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53217	IFRX	53217	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53218	IFRX	53218	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53229	IFRX	53229	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53232	IFRX	53232	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53235	IFRX	53235	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53255	IFRX	53255	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53260	IFRX	53260	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53282	IFRX	53282	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53293	IFRX	53293	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53305	IFRX	53305	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53308	IFRX	53308	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53310	IFRX	53310	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53313	IFRX	53313	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53315	IFRX	53315	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53327	IFRX	53327	C113

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	AAR Code
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53333	IFRX	53333	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53335	IFRX	53335	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53342	IFRX	53342	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53355	IFRX	53355	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53357	IFRX	53357	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53366	IFRX	53366	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	53368	IFRX	53368	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890501	IFRX	890501	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890502	IFRX	890502	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890503	IFRX	890503	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890505	IFRX	890505	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890508	IFRX	890508	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890510	IFRX	890510	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890519	IFRX	890519	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890520	IFRX	890520	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890526	IFRX	890526	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890527	IFRX	890527	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890531	IFRX	890531	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890539	IFRX	890539	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890545	IFRX	890545	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890550	IFRX	890550	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890574	IFRX	890574	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890576	IFRX	890576	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890579	IFRX	890579	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890588	IFRX	890588	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890595	IFRX	890595	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890600	IFRX	890600	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890602	IFRX	890602	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890605	IFRX	890605	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890606	IFRX	890606	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890607	IFRX	890607	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890612	IFRX	890612	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890613	IFRX	890613	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890617	IFRX	890617	C113
Cargill, Inc	September 29, 2006	Covered Hopper	NAHX	890623	IFRX	890623	C113
Cargill, Inc	September 29, 2006	Covered Hopper	MILW	101141	NAHX	53361	C113

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

6/1/09



\_\_\_\_\_  
Robert W. Alvord